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File

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1024.
FILED, JANUARY 16th. 1964.

ANACON LEAD MINES LIMITED

Full corporate name of Company
Incorporated under The Companies Act, Ontario, by letters patent dated May 4, 1948

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 828.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) application for supplementary letters patent to change the name of the Company and to reconstitute its capital through pro rata cancellation of two out of every three presently issued shares, and to increase the capital; (b) listing of "new" shares so created by supplementary letters patent on the Toronto Stock Exchange, the Canadian Stock Exchange and the Vancouver Stock Exchange; (c) offering of rights, following supplementary letters patent entitling each shareholder then of record (except American shareholders) to subscribe for one share for each share in the Company's capital held by such shareholder; (d) underwriting agreement relative to all shares not subscribed for by shareholders under the rights offering. (See Schedule "A" hereto). See Schedule "A" on pages 2&3.
2. Head office address and any other office address.	Suite 908, 330 Bay Street, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Managing Director: M. J. BOYLEN, D.C.L., D.Sc., 35 Kingsway Cresc., Toronto, Ontario, Prospector and Mining Company Executive. Vice-President and a Director: DAVID W. GORDON, 51 Alexander Street, Toronto, Ontario, Professional Secretary. Secretary-Treasurer and a Director: GORDON L. MOORE, 60 Rivercove Drive, Islington, Ontario, Executive. Director: FRED JUSTER, 3468 Drummond Street, Montreal, Quebec, Investment and Real Estate Broker. Director: R.J. ISAACS, 419 The Kingsway, Islington, Ontario, Professional Engineer. Director: WILLIAM C. DURHAM, 35 Leacrest Road, Toronto 17, Ontario, Securities Salesman. Assistant Secretary-Treasurer and a Director: CHARLES B. BRANNIGAN, 40 Elvaston Drive, Toronto 16, Ontario, Mining Accountant.
4. Share capitalization showing authorized and issued and outstanding capital.	\$1,600,000 divided into 8,000,000 shares with a par value of 20 cents, whereof 6,934,881 shares are outstanding, all as fully paid and non-assessable shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None, save that the Company has hypothecated to its bankers, 790,000 shares of Brunswick Mining and Smelting Corporation, as security for the bank loan shown in the within financial information.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "A" on pages 2&3.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	See Schedule "A" on pages 2&3.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company will receive \$1,386,976.20 from the sale of 2,311,627 shares at 60 cents per share under the rights offering referred to herein. The Company intends to spend such proceeds as follows: (a) the sum of \$526,664 to exercise in full the Company's right, as the holder of 790,000 shares in the capital of Brunswick Mining and Smelting Corporation Limited, to purchase at \$4 per share an additional 131,666 shares in the capital of Brunswick (being one share for every six now held) under the rights offering being made by Brunswick to its shareholders; (b) the sum of \$ 132,000 to pay interest to December 31, 1963, on the Company's bank loan shown in the financial statement included herein; (c) the balance of such proceeds, to the extent necessary and/or thought advisable by the Directors, towards the re-opening of the Company's so called New Larder "U" property near Bathurst, N.B., at the appropriate time. In the event of definite plans for such re-opening, an amending filing statement, or a further filing statement will be filed to disclose full particulars.

SCHEDULE "A" to the Filing Statement
of ANACON LEAD MINES LIMITED
Dated January 15, 1964.

The Company will seek approval from its shareholders at the annual and a general meeting of the shareholders to be held in February 1964, for the following, and subject to such approval the same will immediately thereafter be undertaken:

1.- an application to the Lieutenant-Governor of the Province of Ontario for supplementary letters patent:

(i) changing the name of the Company to "KEY ANACON MINES LIMITED" or such other name as is acceptable to the Provincial Secretary of Ontario, and the Toronto, Canadian and Vancouver Stock Exchanges; and

(ii) decreasing the capital of the Company by pro rata cancellation of 4,623,254 issued shares with a par value of 20 cents each (and being two out of every three issued shares); and

(iii) increasing the capital of the Company to 6,000,000 shares with a par value of 20 cents each, by creating an additional 2,623,254 shares with a par value of 20 cents each, ranking equally with the then existing 2,311,627 issued (and consolidated) shares and the 1,065,119 unissued shares, all with such par value.

2.- applications to the Toronto Stock Exchange, the Canadian Stock Exchange and the Vancouver Stock Exchange to list on those Exchanges and to post for trading the "new" shares of the Company created by supplementary letters patent and to remove from trading the former shares of the Company.

3.- forthwith after the issue of supplementary letters patent and upon listing on the said Exchanges the offering of rights to shareholders then of record (save American shareholders) to purchase at the price of 60 cents per share, one additional share in the Company's capital as same shall be constituted following the issue of supplementary letters patent, for each share then owned.

Subscriptions for fractional shares shall not be accepted. The new issue shall not be registered under the Securities Act of 1933 of the United States of America, and the shares will not be offered to shareholders whose recorded addresses are in the United States of America or any of its territories or possessions. The rights will however, be transferable and will be traded on the Toronto, Canadian and Vancouver Stock Exchanges until shortly before they expire, and there is understood to be no objection to a United States shareholder selling his rights.

4.- the sale to Kent Line Limited at the price of 60 cents per share, of all shares which are not purchased by shareholders of the Company (other than Kent Line Limited) pursuant to the aforesaid share offering. Such firm purchase to be completed on or before the fourth day after the date of expiry of the rights offered to shareholders. K.C.Irving of St.John, New Brunswick is believed to be the only person having any interest direct or indirect in Kent Line Limited. Kent Line Limited has informed the Company that all shares which it may so purchase are being purchased for investment purposes only and none will be distributed to the public until after the expiration of six months from their purchase.

FINANCIAL STATEMENTS

ANACON LEAD MINES LIMITED
(Incorporated under the Laws of Ontario)

BALANCE SHEET - DECEMBER 31, 1963

ASSETS

CURRENT ASSETS:

Cash
Accounts receivable

OTHER ASSETS:

Shares of other mining companies having a quoted market value, at cost
(Quoted market value \$4,995,000.00)
Shares of other mining companies
Stores and supplies, at cost

MINING PROPERTIES, BUILDINGS, PLANT AND EQUIPMENT, DEFERRED DEVELOPMENT AND ADMINISTRATIVE EXPENSES:

Mining properties
Buildings, plant and equipment
Deferred development and administrative expenses

ORGANIZATION EXPENSE:

\$

7,025.64
54,282.86

61,308.50

2,783,810.00

55,115.00
3,939.08

2,842,864.08

205,184.95
414,443.13
3,642,232.90

4,261,860.98

3,332.50

7,169,366.06

LIABILITIES

\$

CURRENT LIABILITIES:

Accounts payable and accrued liabilities
Demand note payable

170,849.54
20,000.00

190,849.54

BANK LOAN: -- secured

3,875,000.00

SHAREHOLDERS' EQUITY

CAPITAL STOCK:

Authorized: 8,000,000 shares at the par value of 20¢ each
Issued: 6,934,881 shares

1,386,976.20

CONTRIBUTED SURPLUS:

260,000.00

RETAINED EARNINGS:

26,562.95

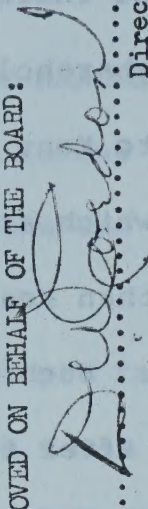
SURPLUS:

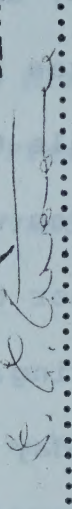
1,429,977.37

3,103,516.52

7,169,366.06

7,169,366.06

APPROVED ON BEHALF OF THE BOARD:

Director


Director

Jan. 13/64
(7)

ANACON LEAD MINES LIMITED

SCHEDULE OF SOURCE AND APPLICATION OF FUNDS

PERIOD JANUARY 1 TO DECEMBER 31, 1963

Cash on hand - January 1, 1963 1,522.24

Source:

Accounts Receivable	4,717.66	
Revenue from Equipment rentals	9,808.49	
Sale of used equipment and buildings	188,524.13	
Insurance claim settlement	<u>205,130.50</u>	<u>408,180.78</u>
		409,703.02

Application:

Accounts Payable	57,822.99	
Mine Overhead expenses	19,296.43	
Mining Licenses & Fees	1,964.63	
Administrative Expenses	3,452.51	
Interest on Notes and Bank Loan	217,862.72	
Demand Note	95,000.00	
Exploration Expenses	578.10	
Mining Claims	<u>1,700.00</u>	<u>402,677.38</u>

Cash on hand - December 31, 1963 \$ 7,025.64

APPROVED ON BEHALF OF THE BOARD:

Jan. 14/64

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Director

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Director

10. Brief statement of company's chief development work during past year.	No development work during thepast year.																								
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None.																								
12. Name's and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																								
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	There are 76,500 shares in escrow with Guaranty Trust Company of Canada at Toronto, and the prior consents of the Company's directors, the Toronto,Canadian and Vancouver Stock Exchanges are required, before the release of any of such escrowed shares pro rata among the registered holders thereof, from time to time.																								
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>The following are the registered (and to the best knowledge of the Company, the beneficial) holders of the 76,500 escrowed shares:</p> <table><tr><td>M.J.Boylan, 35 Kingsway Cresc., Toronto,Ontario</td><td>22,500shares</td></tr><tr><td>John Vezina, 6300 Lennox Ave., Montreal, Quebec</td><td>13,500shares</td></tr><tr><td>Ray Carson, 665 Roselawn Ave., Toronto, Ontario</td><td>13,500shares</td></tr><tr><td>F.E.Johnston 56 Sparks Street, Ottawa, Ontario</td><td>13,500shares</td></tr><tr><td>G.T.McMichael 56 Sparks Street, Ottawa, Ontario.</td><td>13,500shares</td></tr></table>	M.J.Boylan, 35 Kingsway Cresc., Toronto,Ontario	22,500shares	John Vezina, 6300 Lennox Ave., Montreal, Quebec	13,500shares	Ray Carson, 665 Roselawn Ave., Toronto, Ontario	13,500shares	F.E.Johnston 56 Sparks Street, Ottawa, Ontario	13,500shares	G.T.McMichael 56 Sparks Street, Ottawa, Ontario.	13,500shares														
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15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>According to the records of the Company's stock registrar and transfer agent:</p> <table><tr><td>Houston & Co., 357 Bay Street, Toronto, Ontario</td><td>357,850 shares</td></tr><tr><td>G.W.Nicholson & Co.Ltd., 67 Richmond St.W., Toronto,Ontario</td><td>345,676 shares</td></tr><tr><td>Merrill,Lynch,Pierce,Fenner & Smith 11 Adelaide Street West,Toronto,Ontario</td><td>103,560 shares</td></tr><tr><td>Savard & Hart, 230 Notre Dame Street West,Montreal.</td><td>99,593 shares</td></tr><tr><td>Cains & Co. c/o Bank of Montreal Drummond & Ste.Catherines Branch, Montreal, Quebec</td><td>96,744 shares</td></tr></table> <p>Nudulama Mines Limited, 330 Bay Street, Toronto, Ontario, is known to be the beneficial holder of 140,000 shares registered in "street" names, which may be included in those above, M.J. Boylen, aforesaid, is known to be the beneficial owner of 350,000 shares registered in "street names", which form part of those shown above, including Houston & Co., and G.W.Nicholson & Co.Ltd. The beneficial owners of the remaining shares shown above are unknown to the Company.</p>	Houston & Co., 357 Bay Street, Toronto, Ontario	357,850 shares	G.W.Nicholson & Co.Ltd., 67 Richmond St.W., Toronto,Ontario	345,676 shares	Merrill,Lynch,Pierce,Fenner & Smith 11 Adelaide Street West,Toronto,Ontario	103,560 shares	Savard & Hart, 230 Notre Dame Street West,Montreal.	99,593 shares	Cains & Co. c/o Bank of Montreal Drummond & Ste.Catherines Branch, Montreal, Quebec	96,744 shares														
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	M.J.Boylan aforesaid is believed to be in such position, dependent upon proxies from the largest registered shareholders, including those named in item 15.																								
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td>Shares:</td><td>Cost</td><td>Market</td></tr><tr><td>790,000 Brunswick Mining and Smelting Corporation Ltd.</td><td>\$2,653,810</td><td>\$5,806,500</td></tr><tr><td>400,000 Hewbet Mines Limited</td><td>130,000</td><td>20,000</td></tr><tr><td>125,000 Bachelor Lake Gold Mines Ltd.</td><td>9,375</td><td>N/M</td></tr><tr><td>66,666 Snowden Yellowknife Mines Limited</td><td>10,000</td><td>N/M</td></tr><tr><td>164,000 Bocabois Gold Mines Ltd.</td><td>5,740</td><td>N/M</td></tr><tr><td>20,000 Nigadoo Mines Limited</td><td>20,000</td><td>N/M</td></tr><tr><td></td><td><u>\$2,828,925</u></td><td><u>\$5,826,500</u></td></tr></table>	Shares:	Cost	Market	790,000 Brunswick Mining and Smelting Corporation Ltd.	\$2,653,810	\$5,806,500	400,000 Hewbet Mines Limited	130,000	20,000	125,000 Bachelor Lake Gold Mines Ltd.	9,375	N/M	66,666 Snowden Yellowknife Mines Limited	10,000	N/M	164,000 Bocabois Gold Mines Ltd.	5,740	N/M	20,000 Nigadoo Mines Limited	20,000	N/M		<u>\$2,828,925</u>	<u>\$5,826,500</u>
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18. Brief statement of any lawsuits pending or in process against company or its properties.	None																								
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	No material contracts which are not disclosed herein.																								
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. The underwriter named in Schedule "A" has agreed that the shares to be purchased by it (being those not subscribed for by the shareholders under the rights offering) are being purchased for investment purposes and will be held for at least six months from the date of their purchase, and will not be distributed to the public before such time.																								

CERTIFICATE OF THE COMPANY

DATED January 20, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M.J. Boylen" Per: [Signature] CORPORATE SEAL
"G.L. Moore" Per: [Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)